

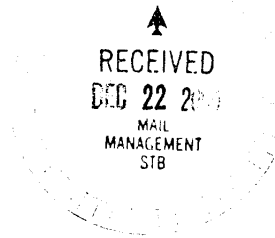


First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018-4214
Tel 847 318-7575
Fax 847 318-7588

VIA UPS NEXT DAY AIR

December 21, 2000

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment



RECORDATION NO. 22718A FILED

DEC 27 '00 4:34 PM

SURFACE TRANSPORTATION BOARD

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated May 5, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 22718.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: IMC Salt, Inc.
8300 College Blvd.
Overland Park, KS 66210

A description of the railroad equipment covered by the enclosed document is eight-five (85) 21,000 gallon, interior coiled and insulated, 111A100W1 tank cars, with car numbers WFIX 102-230, non-inclusive.

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and IMC Salt, Inc., Lessee, covering 85 21,000 gallon, interior coiled and insulated, 111A100W1 tank cars, with car numbers WFIX 102-230, non-inclusive.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase-Morrison
Manager of Documentation

Enclosures

(IMCK004)

RECORDATION NO. 22718A FILED

DEC 27 '00 4:34 PM

SURFACE TRANSPORTATION BOARD

ASSGN. NO.: IMCK004

MEMORANDUM OF LEASE

5th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the day of May, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and IMC Salt, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 14, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 6 of the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 26, 2000, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Title: _____

By: K.A. Domarowski

Name: K.A. DOMAROWSKI

Title: DIRECTOR OF DOCUMENTATION Executed on this 5th day of May, 2000.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 5th day of MAY, 2000.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2000
(Notary Public)



LESSEE:

IMC SALT, INC.

By: IMC Salt, Inc.

Name: Cindy Enderle

Title: Logistics Manager

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this 20th day of April, 2000.

[CORPORATE SEAL]

STATE OF Kansas

COUNTY OF Johnson

I, Vicky Thompson, a Notary Public of the County and State aforesaid, certify that Cindy Enderle personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20th day of April, 2000.

Vicky Thompson
Notary Public

Commission Expires:

April 3 2002
(Notary Public)

VICKY THOMPSON
NOTARY PUBLIC
STATE OF KANSAS
My Commission Expires 4/3/02

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Eighty-five (85)

CAR DESCRIPTIONS: 21,000 gallon, interior coiled and insulated, 111A100W1 Tank Cars

CAR NUMBERS: See below:

WFIX 216	WFIX 000139	WFIX 000181
WFIX 220	WFIX 000140	WFIX 000183
WFIX 000102	WFIX 000141	WFIX 000184
WFIX 000103	WFIX 000142	WFIX 000185
WFIX 000105	WFIX 000143	WFIX 000187
WFIX 000107	WFIX 000144	WFIX 000188
WFIX 000110	WFIX 000145	WFIX 000195
WFIX 000112	WFIX 000146	WFIX 000197
WFIX 000113	WFIX 000147	WFIX 000198
WFIX 000114	WFIX 000148	WFIX 000201
WFIX 000115	WFIX 000149	WFIX 000202
WFIX 000117	WFIX 000150	WFIX 000203
WFIX 000118	WFIX 000151	WFIX 000204
WFIX 000119	WFIX 000152	WFIX 000205
WFIX 000121	WFIX 000153	WFIX 000207
WFIX 000123	WFIX 000157	WFIX 000209
WFIX 000125	WFIX 000158	WFIX 000210
WFIX 000126	WFIX 000165	WFIX 000211
WFIX 000127	WFIX 000167	WFIX 000215
WFIX 000128	WFIX 000168	WFIX 000217
WFIX 000129	WFIX 000169	WFIX 000221
WFIX 000130	WFIX 000171	WFIX 000222
WFIX 000131	WFIX 000173	WFIX 000224
WFIX 000133	WFIX 000174	WFIX 000225
WFIX 000134	WFIX 000175	WFIX 000226
WFIX 000135	WFIX 000176	WFIX 000227
WFIX 000136	WFIX 000178	WFIX 000229
WFIX 000137	WFIX 000180	WFIX 000230
WFIX 000138		